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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of  
the Securities Exchange Act of 1934

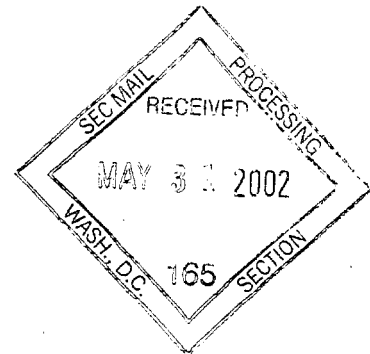
For the month of May 2002

VERNALIS GROUP PLC

(Translation of registrant's name into English)

Oakdene Court  
613 Reading Road  
Winnersh  
Wokingham, Berkshire RG41 5UA  
United Kingdom

(Address of principal executive offices)



PROCESSED

JUN 11 2002

THOMSON  
FINANCIAL

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F ☒ Form 40-F ☐

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes ☐ No ☒

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_).

Enclosure:

1. Press release dated May 27<sup>th</sup>, 2002 announcing the retirement of certain Non-Executive Directors and the appointment by the Company of replacement Non-Executive Directors.
2. Notification of Interests of Directors and Connected Persons in Shares dated May 28<sup>th</sup>, 2002 announcing the purchase of the Company's securities.
3. Notification of Major Interest in Shares dated May 30<sup>th</sup>, 2002 announcing the purchase of securities by a substantial shareholder.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Vernalis Group plc, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 30<sup>th</sup>, 2002

Vernalis Group plc

By: 

Richard Robinski  
Company Secretary

## Press Release

27 May 2002

### Vernalis Group plc Appointment of Non-Executive Director

Vernalis Group plc ("Vernalis") today announced the appointment of Carol Ferguson as Non-Executive Director following the retirement of Sir William Asscher at the Company's Annual General Meeting on 24<sup>th</sup> May.

Carol Ferguson is a chartered accountant who began her investment career with Wood McKenzie, the Edinburgh stockbrokers, becoming a partner in 1984. Her most recent position was as Finance Director for Timney Fowler, a textiles company. She is currently a member of two Government bodies – the Dental Practice Board and the School Teachers Review Body and is a non-executive director of Gartmore Smaller Companies Investment Trust plc.

George Kennedy, Non-Executive Chairman, commented:

"I am delighted that Carol Ferguson has accepted this appointment. She brings a wealth of experience in the financial sector and I am sure she will make a major contribution to the future development of the Company."

"I would also like to take this opportunity to thank Sir William Asscher for all his hard work on behalf of the Company over the last seven years."

Carol Ferguson said:

"I am excited to be joining the Board and look forward to working closely with the Company to achieve its objectives of creating a successful business and developing its portfolio of innovative product candidates."

-ends-

*This press release contains forward-looking statements, including statements regarding Vernalis' strategy and prospects. Statements that are not historical facts are based on Vernalis' current expectations, beliefs, estimates and assumptions. Such statements are not guarantees of future performance and involve risks, uncertainties and other important factors that may cause Vernalis' actual results, performance or achievements to be materially different from those anticipated by such forward-looking statements. Important factors which may affect Vernalis' future operating results include the following: Vernalis may not receive milestone or royalty payments when expected or at all, Vernalis' product candidates may not receive regulatory or marketing approval or gain market acceptance in key markets when anticipated or at all, Vernalis may be unable to conduct its clinical trials as quickly as it has predicted, Vernalis' product candidates may not demonstrate therapeutic efficacy, Vernalis may be unable to obtain sufficient capital when needed to develop its product candidates, and other important factors described in the section entitled "Risk Factors" in Vernalis' Registration Statement on Form 20-F filed with the US Securities and Exchange Commission.*

Vernalis Group plc  
Oakdene Court, 513 Reading Road, Winnersh, Wokingham, Berkshire RG41 5UA, UK  
Tel: +44 (0)118 977 3133 Fax: +44 (0)118 999 9300 e-mail: admin@vernalis.com www.vernalis.com

Registered in England number 3137449; Registered office as above  
Vernalis is the registered trademark of Vernalis Limited

**Enquiries:**

**Vernalis Group plc**

**Robert Mansfield**

**Chief Executive Officer**

**0118 977 3133**

**HCC DeFacto Group plc**

**David Dible / Mark Swallow**

**020 7496 3300**

**For previous press releases please see the Vernalis website: [www.vernalis.com](http://www.vernalis.com)**

## **Notes to Editors**

### **Vernalis**

Vernalis is an integrated biopharmaceutical company that discovers, develops and commercialises drugs to treat central nervous system diseases, obesity and diabetes. The Company is internationally recognised for its expertise in the field of serotonin, a key neurotransmitter involved in neurological, psychiatric and eating disorders. In 2002 Vernalis will see the launch of its most advanced product, frovatriptan for the acute treatment of migraine, in the key US and European markets.

The Vernalis portfolio includes product candidates targeting sexual dysfunction, obesity, diabetes, Parkinson's disease, depression, anxiety and neuropathic pain. Vernalis shares trade on the London Stock Exchange (VER) and the website is located at [www.vernalis.com](http://www.vernalis.com).

May 2000

42,880,006

## SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND  
PERSONS

AVS NO

723705

All relevant boxes should be completed in block capital letters.

|  |   |   |  |
|--|---|---|--|
| 1. Name of company<br><b>VERNAIS GROUP PLC</b>   |   | 2. Name of director<br><b>CAROL FERGUSON</b>  |  |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of an non-beneficial interest<br><b>IN RESPECT OF SHAREHOLDER NAMED IN NO. 2. ABOVE</b> |   | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)<br><b>AS NO. 2. ABOVE</b>   |  |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)<br><b>NO.</b>  |   | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary/non discretionary<br><b>PURCHASE OF SHARES</b> |  |
| 7. Number of shares/amount of stock acquired<br><b>9,000</b>   | 8. Percentage of issued class<br><b>0.02%</b> | 9. Number of shares/amount of stock disposed<br><b>/</b>  | 10. Percentage of issued class<br><b>/</b>     |
| 11. Class of security<br><b>ORDINARY 10P SHARES</b>  | 12. Price per share<br><b>£2.30</b>           | 13. Date of transaction<br><b>08/01/2002</b>  | 14. Date company informed<br><b>28/05/2002</b> |
| 15. Total holding following this notification<br><b>9,000</b>  |   | 16. Total percentage holding of issued class following this notification<br><b>0.02%</b>  |  |

If a director has been granted options by the company please complete the following boxes.

|   |  |
|---|--|
| 17. Date of grant<br><b>N/A</b>   | 18. Period during which or date on which exercisable<br><b>N/A</b>   |
| 19. Total amount paid (if any) for grant of the option<br><b>N/A</b>  | 20. Description of shares or debentures involved: class, number<br><b>N/A</b>                              |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise<br><b>N/A</b>                  | 22. Total number of shares or debentures over which options held following this notification<br><b>N/A</b> |
| 23. Any additional information <b>THIS NOTIFICATION IS MADE FOLLOWING THE APPOINTMENT OF CAROL FERGUSON AS DIRECTOR ON 24th MAY, 2002</b> | 24. Name of contact and telephone number for queries<br><b>RICHARD ROBINSKI - (012) 977-3133</b>           |
| 25. Name and signature of authorised company official responsible for making this notification<br><br><b>[Signature]</b>                  |  |
| Date of notification <b>28 MAY 2002</b>   |  |

Company Announcements Office, Old Broad Street, London EC2N 1HP  
 Facsimile: 020 7588 6057, 020 7334 8964/8965/8966 (PLEASE DO NOT POST)  
 Enquiries: Company Monitoring and Enquiries; UK Listing Authority

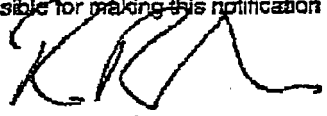
## SCHEDULE 10

## NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

191705

All relevant boxes should be completed in block capital letters.

|   |   |   |  |
|---|---|---|--|
| 1. Name of company<br><b>VERNALIS GROUP PLC</b>   |   | 2. Name of shareholder having a major interest<br><b>AMVESCAP PLC</b>   |  |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18<br><br><b>AS ABOVE</b> |   | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them<br><br><b>VIDACOS NOMINEES LTD - 5,976,484</b><br><b>HSBC NOMINEES LTD - 627,830</b><br><b>CHASE NOMINEES LTD - 322,215</b><br><b>NORTHERN TRUST NOMINEES LTD - 386,596</b> |  |
| 5. Number of shares/amount of stock acquired<br><br><b>500,000</b>  | 6. Percentage of issued class<br><br><b>1.17%</b> | 7. Number of shares/amount of stock disposed<br><br><b>/</b>  | 8. Percentage of issued class<br><br><b>/</b>                    |
| 9. Class of security<br><br><b>ORDINARY 10p SHARES</b>  |   | 10. Date of transaction<br><br><b>29<sup>th</sup> MAY 2002</b>  | 11. Date company informed<br><br><b>30<sup>th</sup> May 2002</b> |
| 12. Total holding following this notification<br><br><b>7,513,115</b>   |   | 13. Total percentage holding of issued class following this notification<br><br><b>17.52%</b>   |  |
| 14. Any additional information<br><br>Above holding includes notifiable holdings: INVESCO Perpetual International Core Fund holds 3,055,000 shares (7.12%) and INVESCO Perpetual UK Growth Fund holds 2,575,292 shares (6%) registered in name of VIDACOS Nominees Ltd                                  |   | 15. Name of contact and telephone number for queries<br><br><b>RICHARD ROBINSKI</b><br><b>(0118)-977-3133</b>   |  |
| 16. Name and signature of authorised company official responsible for making this notification<br><br><br><b>RICHARD ROBINSKI</b><br><b>COMPANY SECRETARY</b>  |   | Date of notification <b>30<sup>th</sup> MAY 2002</b>  |  |